

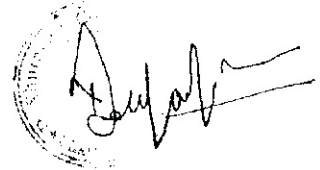
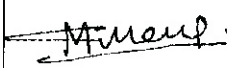


# Annual Report 2014-15

**Abhinav Leasing and Finance Limited**  
(CIN : L67120DL1984PLC018748)

**FORM A**  
**As per Clause 31(a) of Listing Agreement**

**Format of covering letter of the annual audit report to be filed with the Stock Exchange(s)**

1.	Name of the Company	Abhinav Leasing and Finance Limited
2.	Annual financial statement for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit Observation	Unqualified
4.	Frequency Observation	Not Available
5.	To be Signed by- <ul style="list-style-type: none"> <li>• Director</li> <li>• Director</li> <li>• Auditor of the Company</li> <li>• Audit Committee Chairman</li> </ul>	   

# ABHINAV LEASING AND FINANCE LIMITED

(CIN : L67120DL1984PLC018748)

## Annual Report for the Financial Year 2014-2015

### Board of Directors

- Atul Kumar Agarwal
- Rabinder Gupta
- Malikhan Singh Yadav
- Mamta Agarwal
- Himanshu Agarwal

### Regd Off. :

Unit No. 508, Arunachal Building, Plot No.19,  
Barakhamba Road, New Delhi-110001

E-mail : abhinavleasefinltd@gmail.com

Website : www.abhinavleasing.com

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**Abhinav Leasing & Finance Limited**

Unit No.508, Arunachal Building, Plot No. 19, Barakhamba Road, New Delhi-110001

CIN No. : L67120DL1984PLC018748 E-mail : abhinavleasefinltd@gmail.com

**Notice**

Notice is hereby given that the Annual General Meeting of the Members of **ABHINAV LEASING AND FINANCE LIMITED** (CIN. L67120DL1984PLC018748) will be held on Saturday 25th July 2015 at 09:00 A.M at **"HOTEL AURA GRAND RESIDENCY"**, 439, Jagriti Enclave, Delhi-110092 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2015 and the Auditors and Directors Report thereon.
2. To appoint a Director in place of Mr. Rabinder Gupta (DIN 06568197), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 the re-appointment of the statutory auditors of company **M/s. D KHURANA & COMPANY, CHARTERED ACCOUNTANTS (FRN 022696N)**, be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

**SPECIAL BUSINESS****4. Appointment of Mr. Malikhan Singh Yadav as an Independent Director**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Malikhan Singh Yadav, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 07th 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Malikhan Singh Yadav for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Non-Executive Director to hold office for a term upto Five Consecutive years with effect from this date of meeting AND THAT he shall not be liable to retire by rotation."

**5. Appointment of Mr. Himanshu Agarwal as an Independent Director**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Himanshu Agarwal, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 07th 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Himanshu Agarwal for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Non-Executive Director to hold office for a term upto Five Consecutive years with effect from this date of meeting AND THAT he shall not be liable to retire by rotation."

**6. Appointment of Ms. Mamta Agarwal as a Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Ms. Mamta Agarwal (DIN-02425119), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th March, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 74 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation".

**7. Appointment of Ms. Mamta Agarwal as a Managing Director**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED that** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof),

read with Schedule V to the Companies Act, 2013 and any other applicable Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Ms. Mamta Agarwal (DIN: 02425119), as Managing Director of the Company for a period of 05 (five) years with effect from the date of Meeting, upon such terms and conditions as set out in the statement annexed to this Notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and as may be acceptable to Ms. Mamta Agarwal.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Ms. Mamta Agarwal, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

**RESOLVED FURTHER** that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

For **ABHINAV LEASING AND FINANCE LIMITED**

Sd/-

**Atul Kumar Agarwal**

(Director)

DIN : 00022779

Place: Delhi  
Dated: 19.06.2015

## NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the company. Proxies in order to be effective must be deposited with the company not less than 48 hours before that meeting.
2. Register of members and share transfer books will be closed from Saturday 18th July, 2015 to Saturday 25th July, 2015 (both the days inclusive).
3. Members are requested to please notify immediately any change in their addresses to the company.
4. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
5. Mr. Amit Kumar (M. No. 518735) Chartered Accountants in whole time practice, has been appointed as Scrutinizer for the purpose of Postal Ballot Process.
6. Shareholders seeking any information with regard to accounts are requested to write well in advance so as to reach the company at least 7 days prior to the annual general meeting to enable the management to keep the information ready at the AGM.
7. **The Member Are Requested To: -**
  - a. Intimate changes if any in their address to the company or to the Registrar and Share transfer agent of the company, M/s. Skyline Financial Services (P) Ltd. at D-153A, Okhla Industrial Area, Phase-I, Delhi-110020. Ph.: 011-30857575.
  - b. Quote folio number in all their correspondence with the company.
  - c. Bring their copies of annual report including attendance slip at the venue for the AGM.
8. Member holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. Quoting their folio number(s) to company's share transfer agent.
9. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing the representatives to attend and vote at the general meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4 & 5**

Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal was appointed as an additional Director of the company with effect from 07th February 2015 on the board of the company. The company has received a notice in writing from a shareholder signifying their candidature for the Independent Directors of the Company, whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Pursuant to Section 149 of the Companies Act, 2013 and clause 49 of the Listing agreement, it is proposed to appoint Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal as Independent Directors to hold office for a term of five (5) consecutive years from the date of its Meeting. Notice(s) has been received from member(s) proposing Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal candidates(s) for the office of Independent Director(s) of the Company.

Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal that they meet with the criteria of independence as prescribed both under Section 149 of the Act and under clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal fulfil the conditions for appointment as Independent Directors; and they are Independent of the Management.

Brief resume of Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal, nature of their expertise in specific functional area and names of companies in which they hold directorship and memberships/chairmanships of Board Committees, and provided in this Notice.

Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal are interested in the resolutions set out respectively at item no. 4& 5 of the Notice with regard to their respective appointments.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in these resolutions.

**Item No. 6 & 7**

Ms. Mamta Agarwal was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd March 2015 on the Board of the Company. The Company has received a notice in writing from a shareholder along with the requisite deposit as required under Section 160 of the Companies Act, 2013 signifying her candidature for the office of Director.

**Appointment of Ms. Mamta Agarwal as a Managing Director**

The Board of Directors of the Company in its meeting held on 25th July, 2015 has appointed Ms. Mamta Agarwal as Managing Director on honorary basis for a period of 5 (Five) years commencing from the date of the Meeting.

No Salary, Perquisites or Allowances, Remuneration based on net profit or reimbursement of expenses shall be paid to her.

**Terms and Conditions**

Ms. Mamta Agarwal shall exercise and perform all such powers and duties as the Board of Directors of the Company shall, from time to time, determine, and subject to the superintendence, control, direction, and restriction from time to time given and imposed by the Board and/or the Articles of Association of the Company. She shall have control of and full executive responsibility for the general conduct and management of the business and affairs of the Company. She shall have the power to enter into contracts on behalf of the Company in the ordinary course of the business and to do and perform all other acts and things, which in the ordinary course of business, She may consider necessary and proper or in the interest of the Company. She shall devote sufficient time and whole-time attention to the business of the Company for which she is made accountable and shall use her best endeavours to promote the Company's interests and welfare.

The Board of Directors recommends the passing of the resolution set out in Item No. 6 of the accompanying Notice as an Ordinary Resolution.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 6 of the Notice except Ms. Mamta Agarwal.



**Item No. 7**

The existing AOA are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Companies Act 2013 several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**Voting through electronic means**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide members with the facility to exercise their right to vote at the Annual General Meeting (AGM) through electronic means. The Company has availed the services of Central Depository Services Limited (CDSL) for providing the necessary e-voting platform to the members of the Company:

The Board of Directors has appointed Mr. Amit Kumar, Chartered Accountant in whole time Practice as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

The instructions for members for e-voting are as under:

1. The e-voting period commences on Wednesday, 22nd July 2015 (9 a.m.) and ends on Friday, 24th July 2015 (5 p.m.). The e-voting module shall be disabled for voting thereafter.
2. The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer e-voting facility to all its Members to enable them to cast their vote electronically. This notice is being sent to all the Members, whose names appear in the Register of Members / Records of Depositories as on the close of working hours on 18th July, 2015 i.e. the cut-off date. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for Members. The Notice of the Annual General Meeting is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories and to the other shareholders by Speed Post / Registered Post / Courier.
3. Members desiring to exercise their vote by using e-voting facility, should carefully follow the instructions given below.
  - a) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
  - b) Click on Shareholders Tab.
  - c) Now enter your User ID
    - i. For CDSL: 16 digits beneficiary ID;
    - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
    - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and have cast your vote earlier for EVSN of any company, then your existing password is to be used.

If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Members holding shares in Demat Form	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (In Capital)</p> <p>(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	<p>Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field.</li> </ul>

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for **ABHINAV LEASING AND FINANCE LIMITED** on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Note for Non- Individual Shareholders and Custodians
  - Non – Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on and then cast their vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

**General Instructions:**

- (a) The voting period begins on Wednesday the 22nd July, 2015 from 09:00 AM and ends on Friday the 24th July 2015 upto 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th July, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The voting rights of the shareholders shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date (record date) of 18th July, 2015.
- (c) **Mr. Amit Kumar** (M. No. 518735) Chartered Accountant in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.
- (d) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.abhinavleasing.com> and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company scheduled to be held on Tuesday the 28th July 2015 and communicated to all the participating Stock Exchanges(s).

## Abhinav Leasing & Finance Limited

Unit No.508, Arunachal Building, Plot No. 19, Barakhamba Road, New Delhi-110001  
CIN No. : L67120DL1984PLC018748 E-mail : abhinavleasefinltd@gmail.com

### FORM NO. MGT-11 PROXY FORM

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN : **L67120DL1984PLC018748**  
Name of the company : **Abhinav Leasing and Finance Limited**  
Registered Office : Unit No. 508, Arunachal Building, Plot No 19,  
Barakhamba Road, Delhi-110001  
Name of Shareholder(s) :  
Registered Address :  
E-mail ID :  
Folio No./DP ID/Client ID :

I/We, being the member(s) of \_\_\_\_\_ Shares of the above named company, hereby appoint:

1. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or falling him/her
2. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or falling him/her
3. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or falling him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Saturday, 25th July 2015 at 11:00 a.m. at **"HOTEL AURA GRAND RESIDENCY"**, 439, Jagriti Enclave, Delhi-110092 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolution Type	Description	For	Against
1.	Ordinary Resolution	To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2015 and the Auditors and Directors Report thereon.		
2.	Ordinary Resolution	To appoint a Director in place of Rabinder Gupta (DIN 06568197), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ordinary Resolution	To re-appoint <b>M/S D KHURANA &amp; COMPANY., CHARTERED ACCOUNTANTS (FRN 022696N)</b> as a statutory auditor for the Financial Year 2015-16.		